



September 18, 2015

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Tamagawa Holdings Announces Board Resolution for Acquisition and Cancellation of Series-6 Stock Warrants (with Exercise Price Reset Option)

With regard to Series-6 Stock Warrants (with Exercise Price Reset Option) issued January 16, 2015 (the "Stock Warrants"), the meeting of the board of directors of Tamagawa Holdings convened today resolved as set forth below for the acquisition of all Stock Warrants from Macquarie Bank Limited and their subsequent cancellation.

1. Details of the acquisition and cancellation of the Stock Warrants

(1) Name	Series-6 Stock Warrants (with Exercise Price Reset Option)
(2) Allottee	Macquarie Bank Limited
(3) Number of stock warrants to be issued	10,000 (for 1,000 shares per Stock Warrant)
(4) Allotment date	January 16, 2015
(5) Payment amount	¥1,960 per Stock Warrant
(6) Exercise price	¥218 per share
(7) Exercise period	From January 19, 2015 To January 18, 2017
(8) Number of unexercised Stock Warrants	9,990
(9) Acquisition and cancellation date	October 16, 2015

2. Reason for the acquisition and cancellation of the Stock Warrants

The Stock Warrants were issued by Tamagawa Holdings on January 16, 2015, to Macquarie Bank Limited as the allottee for the purpose of raising development funds for the solar energy power generation facilities and geothermal power generation facilities of Tamagawa Holdings. Although Tamagawa Holdings has in the interim considered opportunities for requesting the exercise of the Stock Warrants by the allottee, due to the operating environment of Tamagawa Holdings and influences affecting the stock market, the share price of Tamagawa Holdings has continuously been fluctuating at a level below ¥153, the minimum exercise price of the Stock Warrants, such that the prospects for the discretionary exercise of the Stock Warrants by the allottee were considered remote even if the Exercise Price Reset Option provided in the Terms and Conditions of Issuance were to be exercised. Moreover, it was found that the abovementioned funding requirements can largely be covered with available funds of Tamagawa Holdings and

indirect finance, etc. Additionally, Tamagawa Holdings considers it necessary to resolve market concerns that might arise over potential share price dilution if unexercised stock warrants with remote prospects of exercise are allowed to remain in issuance.

In light of the foregoing, at the meeting of the board of directors of Tamagawa Holdings convened today, it was resolved, in accordance with the stipulations of the Terms and Conditions of Issuance of the Stock Warrants (for details see the disclosure release dated December 26, 2014, entitled "Tamagawa Holdings Announces Inception of New Business Operations (Geothermal Power Business) and Issuance of Series-6 Stock Warrants for Private Placement (with Exercise Price Reset Option)"), for Tamagawa Holdings to acquire on a specified date, at the same price as the issuance price, the Stock Warrants for subsequent cancellation, and to give such notice to Macquarie Bank Limited.

3. Outlook

The effects from the acquisition and cancellation of the Stock Warrants on the investment plans and financial results for the current fiscal year are negligible.

Tamagawa Holdings considers investment in its renewable energy operations necessary for ensuring the stable long-term development of the Group. Tamagawa Holdings will therefore continue to proactively advance its renewable energy business, investigate the potential also of large-scale projects, and consider optimal funding methods as the occasion may demand.